

**WRITTEN ACTION OF THE  
BOARD OF DIRECTORS  
OF  
ANIMAL HEALTH INTERNATIONAL, INC.**

The undersigned, being all of the members of the board of directors (the "Board") of Animal Health International, Inc., a Colorado corporation (the "Company"), for the purpose of taking action without a meeting pursuant to Section 7-108-202 of the Colorado Business Corporation Act, do hereby consent to, vote in favor of, and adopt the following resolutions by written consent without a meeting, effective as of February 4, 2020.

**PLEA AGREEMENT**

**WHEREAS**, the Company, together with outside counsel reporting to the Special Investigation Committee of the Board of Directors of Patterson Companies, Inc. ("SIC Counsel"), has been in discussions with the U.S. Attorney's Office for the Western District of Virginia ("USAO-WDVA") to resolve its investigation into Animal Health International, Inc. by, among other things, having the Company enter into a Plea Agreement (the "Agreement");

**WHEREAS**, SIC Counsel has advised the Board of the terms of the Agreement and the consequences of entering into the Agreement; and

**WHEREAS**, the Board has determined that it is in the best interest of the Company to enter into the Agreement.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby approves the Agreement and authorizes any officer of the Company (the "Authorized Officers") and SIC Counsel to execute and deliver the Agreement on behalf of the Company, with such changes as the Authorized Officers may approve, such approval to be conclusively evidenced by the execution of the changed Agreement; and further

**RESOLVED**, that the Company is hereby authorized and directed to plead guilty to the charge specified in the Agreement in the U.S. District Court for the Western District of Virginia; and further

**RESOLVED**, that the Authorized Officers and SIC Counsel are hereby authorized and directed to execute and deliver all other documents necessary to carry out the provisions of the Agreement; and further

**RESOLVED**, that the Authorized Officers and SIC Counsel are hereby authorized and directed to appear on behalf of the Company and enter such guilty plea; and further

**RESOLVED**, that the Authorized Officers and SIC Counsel are hereby authorized and directed to acknowledge on behalf of the Company that the Agreement and related documents (the "Documents") fully set forth the agreement made between the Company and the USAO-WDVA, and that no additional promises or representations have been made to the Company by any officials of the USAO-WDVA in connection with the Agreement, other than those set forth in the Documents; and further

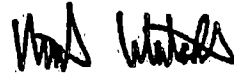
**RESOLVED**, that (i) the President and Chief Executive officer of the Company, (ii) the Vice President and Chief Financial Officer of the Company, (iii) the Secretary of the Company, (iv) the Assistant Treasurer of the Company, or (v) any of their written designees, respective successors or current or future officers of the Company holding the same or similar titles are authorized and directed to make any payments required in connection with the Agreement; and further

**RESOLVED**, that the officers of the Company be, and each of them hereby is authorized and empowered, in the name and on behalf of the Company, respectively, to make all such arrangements, to do and perform all such acts and things, and to execute and deliver all such certificates and such other instrument and documents as they may deem appropriate in order to effectuate fully the purpose of each and all of the foregoing resolutions, and that any and all actions taken heretofore and hereafter to accomplish such purposes, all or singular, be, and they hereby are approved, ratified and confirmed; and further

**RESOLVED**, that any actions taken by any of the officers of the Company prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred hereby are ratified, confirmed and approved as the act and deed of the Company, respectively.

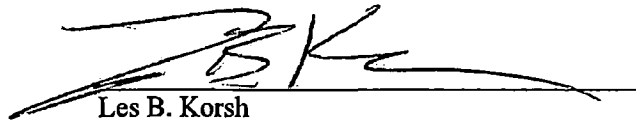
**[Signature Page follows]**

**IN WITNESS WHEREOF**, the undersigned have executed this written action to be effective as of the date first written above.



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Mark S. Walchirk



Les B. Korsh

**Constituting all of the members of the Board  
of Directors of Animal Health International,  
Inc.**